MINUTES (AMENDED)
Downtown Revitalization Public Infrastructure District
Board of Trustees, Special Meeting

A MEETING WAS HELD ON APRIL 17, 2025, AT 4:00 P.M. AT THE OFFICE OF GILMORE & BELL P.C., 15 WEST SOUTH TEMPLE STREET, SALT LAKE CITY, UTAH 84101 IN THE CONFERENCE ROOM WHICH IS ON THE 14th FLOOR OF THE GATEWAY TOWER.

Members Present:

John Larson, SEG
Michael "Mike" Maughan, SEG
Andrew Smith, SEG
Darrin Casper, Salt Lake City
Blake Thomas, Salt Lake County

Also Present:

Randy Larsen	District Counsel
Brad Patterson	District Counsel
Adam Daly	District Counsel

A. Call to Order

The meeting was opened at 4:00 to the public, but formal discussions and proceedings convened at around approximately 4:15 p.m. (due to technical difficulties for linking all board members).

Randy Larsen conducted the meeting on behalf of the District. Mr. Larsen confirmed with those attending that the Lieutenant Governor's Office of the State of Utah, issued the Certificate of Incorporation to the Downtown Revitalization Public Infrastructure District ("the District") on April 16, 2025 and invited questions or comments from attendees, no questions or comments were given.

B. Preliminary Action Items

1. Oaths of Office,

Mr. Larsen swore in the Downtown Revitalization District Board of Trustees (the "Board").

John Larson
Mike Maughan
Andrew Smith
Darrin Casper
Blake Thomas

Mr. Larsen put forth the motion to elect all five (5) the members of the Board to their positions on the Board:

Election of District Chair/Treasurer – **John Larson**
Election of District Vice Chair - **Mike Maughan**
Election of District Clerk/Secretary - **Andrew Smith**

Election of District Assistant Clerk/Secretary - **Darrin Casper**
Election of Board Member**, Blake Thomas**

Mike Maughan, Motion to Vote
Andrew Smith, Seconded

Mr. Larsen briefly described the roles of the elected board duties and opened the topic to discussion or questions, no questions or comments were made: He then put forth the election of the Board to a vote:

No other questions or comments were made and a vote was taken:

Blake Thompson, Yes
John Larson, Yes
Mike Maughan, Yes
Andrew Smith, Yes
Darrin Casper, Yes

Vote was Unanimous

2. Mr. Larsen discussed with the Board possible conflict disclosures and the ethics pledge as required by Utah law, he opened the issue to discussion: no questions or comments were raised.

C. <u>Action Items</u>

1. Adoption of Resolution 2025-01: A resolution adopting rules of order. Mr. Larsen briefly described the use of Roberts Rules of Order and opened the Resolution to be adopted:

   Mike Maughan, Motion to Adopt
   Andrew Smith, Seconded

   No other questions or comments were made and a vote was taken:

   Blake Thompson, Yes
   Mike Maughan, Yes
   John Larson, Yes
   Andrew Smith, Yes
   Darrin Casper, Yes

   Vote was Unanimous

DRAFT

2. Adoption of Resolution 2025-02: A resolution implementing an electronic meetings policy. Mr. Larsen briefly discussed the use of electronic meetings and its benefits, he then opened the resolution to adoption:

   Mike Maughan, Motioned to Adopt
   Andrew Smith, Seconded

   No other questions or comments were made and a vote was taken:

   John Larson, Yes
   Mike Maughn, Yes
   Andrew Smith, Yes
   Darrin Casper, Yes
   Blake Thompson, Yes

   Vote was Unanimous

3. Adoption of Resolution 2025-03: A resolution adopting the bylaws, including ethics and fraud prevention policies. Mr. Larsen discussed the bylaws with the Board, mentioning that Blake Thomson had a corrective comment, Mr. Larsen acknowledged the correction and amended the Bylaws to reflect the provision that is not applicable to the District and then opened the resolution to adoption:

   Mike Maughan, Motioned to Adopt
   Andrew Smith, Seconded

   No other questions or comments were made and a vote was taken:

   John Larson, Yes
   Mike Maughn, Yes
   Andrew Smith, Yes
   Blake Thompson, Yes
   Darrin Casper, Yes

   Vote was Unanimous

4. Adoption of Resolution 2025-04: A resolution implementing District records policy. Mr. Larsen discussed the public records policy and GRAMA, he then opened the resolution to adoption:

DRAFT

Mike Maughan, Motioned to Adopt
Andrew Smith, Seconded

No questions or comments were made and a vote was taken:

Darrin Casper, Yes
Blake Thompson, Yes
John Larson, Yes
Mike Maughn, Yes
Andrew Smith, Yes

Vote was Unanimous

5. Approval of Resolution 2025-05: A RESOLUTION OF THE BOARD OF TRUSTEES OF THE DOWNTOWN REVITALIZATION PUBLIC INFRASTRUCTURE DISTRICT (THE "ISSUER"), AUTHORIZING THE ISSUANCE AND SALE OF SALES TAX REVENUE BONDS (SEG REDEVELOPMENT PROJECT) SERIES 2025, TO BE ISSUED IN MULTIPLE SERIES AND WITH DIFFERENT LIENS, IN THE COMBINED AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED $1,100,000,000 (THE "BONDS"); FIXING THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF THE BONDS, THE MAXIMUM NUMBER OF YEARS OVER WHICH THE BONDS MAY MATURE, THE MAXIMUM INTEREST RATE WHICH THE BONDS MAY BEAR, AND THE MAXIMUM DISCOUNT FROM PAR AT WHICH THE BONDS MAY BE SOLD; DELEGATING TO CERTAIN OFFICERS OF THE ISSUER THE AUTHORITY TO APPROVE THE FINAL TERMS AND PROVISIONS OF THE BONDS WITHIN THE PARAMETERS SET FORTH HEREIN; PROVIDING FOR THE PUBLICATION OF A NOTICE OF PUBLIC HEARING, INTERLOCAL AGREEMENT AND BONDS TO BE ISSUED; PROVIDING FOR THE RUNNING OF A CONTEST PERIOD AND SETTING OF A PUBLIC HEARING DATE; AUTHORIZING AND APPROVING THE EXECUTION OF INDENTURES, A CAPITAL PLEDGE AGREEMENT, A PRELIMINARY OFFICIAL STATEMENT, AN OFFICIAL STATEMENT, A BOND PURCHASE AGREEMENT, A CONTINUING DISCLOSURE AGREEMENT; AND OTHER DOCUMENTS REQUIRED IN CONNECTION THEREWITH; AUTHORIZING THE TAKING OF ALL OTHER ACTIONS NECESSARY TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION; AND RELATED MATTERS.

   Randy Larsen discussed the purpose of the Resolution and all of the documents to be approved and noted and that all documents are available for review by the public at the

DRAFT

offices at Gilmore and Bell on behalf of the District. Randy Larsen put forth the motion to open the Resolution to the Board for discussion and approval of the Public Hearing on May 8, 2025.

Mike Maughan, Motioned to open the discussion and adoption of the Resolution
John Larson, Seconded

There were questions regarding the Resolution, see below, and a discussion with members of the board and attendees was held and, an audio transcript is available, a summary of the discussion is below.

Thomas Blake: "If it (the Bond Resolution) includes the Convention Center Revitalization Zone (the "CCRZ") funding?" and "Is the Bonds limited to revitalization sales tax (the "RST"), can they be exceeded?" Randy Larsen asked Ruth Pan of Goldman Sachs and Co., Kyle Thomas with D.A. Davidson & Co. and Darrin Casper of the Board of Trustees (with Salt Lake County) to clarify that question for Mr. Blake. "Is there any possibility of this first series of bonds funding the Convention Center with the RST?" Randy Larsen then noted that in order to do that, the Board would also need a pledge agreement between Salt Lake City (the "City") and Salt Lake County (the "County") to accomplish that, and that the current PLOM / Bond Issuance has nothing to do with the Convention Center bonds payable from the CCRZ RST."

Darrin Casper (response) "No, I Think that the County's good without that, we have some working capital that we can pay and ancillary expenditures, but we really won't be shelling out enough money to utilize bond proceeds for a couple of years. So from my perspective, we'd be better off waiting and issuing a secondary transfer of that, either via the CCRZ and or creating a subordinate bond with a participation agreement between the County and the City or implementing a sales tax agreement, (which will ultimately happen.) I don't think we need to include the CCRZ in this PLOM/Bond Issuance.

Randy Larsen again clarified that the current PLOM / Bond Issuance being authorized on 4/17/2025 can only be used within the parameters of the Participation Agreement project (Authorized and singed on October 1, 2024, between SEG and the City), not the CCRZ.

Mr. Blake followed up with verifying the following: "The cushion in terms of getting to the 1.1 Billion giving the participation agreement's $900 million cap?"

DRAFT

Randy Larsen (response) "The 1.1 Billion number was to allow for a reserve fund. The participation agreement has a net $900 million going towards the project. It would be common to fund a reserve fund and a reserve fund can be as much as 10% of the cap, and so the $1.1 billion was given to us to also give room for the County. Respectively, not that the CCRZ project is off the table from this approval the $1.1 billion may be more cushion than necessary. A reserve fund could be as much as $100 million or more, a reserve fund would only be funded if it brought down the net interest rate. It would create a "NPV" benefit and those monies would be ultimately used to make the last payments on the bonds, a reserve fund is not increasing project proceeds it is a strategic estimated amount, anything above that would be the cost of issuance. And then of course the Convention Center.

Ruth Pan with Goldman Sachs & Co. (District Underwriter) verified that Randy's assessment was correct and added "when we were first putting in the not to exceed amount it was with cushion and with the you know potential possibility if the county did want to fund any portions of the CCRZ, and that is why it was built in, but now that we know this this (the current Bond Issuance/PLOM) it will just be for SEG's project, we could certainly reduce it, and again it not to exceed amount would not be exceeded."

Mr. Casper then asked Brennen Brown with D.A. Davidson & Co (District Underwriter) "Was the reserve fund, taken into account and I certainly understand that it would be an initiative to reduce the overall cost of the debt, but was that taken into account when DA Davidson & Co provide the estimates of $1.5 billion available for the County portion of the project?" Kyle Thomas with D.A. Davidson & Co responded on behalf of Brennen, "Yes, the financing plan that we put together considered the reserve fund. The actual reserve fund amount is still to be determined based upon the rating process that's still ongoing with Moody's, but we had considered that reserve fund in the plan we had sent to the County."

Mr. Casper then asked a follow up question to Blake Thomas; "Is that then having flexibility on the parameters and having them broad is usually an advantage? "The overall finance and I wouldn't say a reason to alter the parameter, it just gets the folx flexibility when it (being the Offering Document/Bond) goes to market, whether or not you know if you are going to issue a premium or discount and sometimes that (flexibility) helps."

Mr. Casper asked "I think the only request I would have then potentially for the forthcoming public hearing is maybe clarifying, as I understand it, the participation agreement is principal maxed at $900 million. So if there is the possibility of other

DRAFT

sources in filling that cushion gap that it's clarified that. The pledged revenues are not solely the 0.5% revitalization sales tax. Does that make sense?

Randy Larsen then stated, “We would not be able to issue Bonds that aren't in compliance with the participation agreement.

Blake Thomas then added, I have the participation agreement language which is maximum amount of net bond proceeds that SEG and SEG Real Estate may receive pursuant to bonds as Nine Hundred Million ($900,000,000) of net proceeds whether issued in one or multiple bonds and which amount. And SEG Real Estate show you solely for payment of eligible expenses incurred in completion of the district redevelopment project, so as long as that does not conflict with that language. I feel good about it.

Randy Larsen, Gilmore & Bell, Bond Counsel, stated “The cushion right now is likely higher than what we can obtain from the participation agreement, but it's just flexibility. We will not at the end of the day, be issuing more bonds and that reserve fund has yet to be determined and again for the public and others, you would only fund the reserve fund if it brought down the overall debt service. It would be a win win. To the rate and best use of these of these funds.”

No other discussion on disclosure was given a vote was called for and a vote was then taken.

Darrin Casper, Yes
John Larson, Yes
Mike Maughn, Yes
Andrew Smith, Yes
Blake Thompson, Yes

Vote was Unanimous

6. The Board authorized the District Chair/Treasurer or Vice Chair to (a) obtain General Liability policy proposals; (b) accept any policy proposal for aggregate coverage of a minimum of $5 million with an annual premium; and (c) to adjust the policy period as needed to coordinate with pending bond issuance. It was brought to a vote.

   Mike Maughan, Motioned to Authorize
   John Larson, Seconded

   No questions or comments were made and a vote was taken:

DRAFT

John Larson, Yes
Mike Maughn, Yes
Andrew Smith, Yes
Darrin Casper, Yes
Blake Thompson, Yes

Vote was Unanimous

7. The Board authorized the District Chair/Treasurer or Vice Chair to obtain public officials' bonds for the district Treasurer in the amounts of $250,000. Mr. Larsen discussed the need for the insurance to protect the Board / District from fraud. He opened the action to be approved.

   Andrew Smith, Motioned to Authorize
   John Larson, Seconded

   No questions or comments were made and a vote was taken

   John Larson, Yes
   Darrin Casper, Yes
   Mike Maughn, Yes
   Andrew Smith, Yes
   Blake Thompson, Yes

   Vote was Unanimous

8. Approval of a tentative District board meeting calendar for calendar year 2025, Public Hearing date and time. There will be no scheduled regular meetings of the PID, but that it will meet in accordance with the open meetings law pursuant to special meetings, a motion to approve was put forward by Mr. Larsen.

   Andrew Smith, Motioned to Approve
   John Larson, Seconded

   No questions or comments were made and a vote was taken

   Blake Thompson, Yes
   Darrin Casper, Yes
   John Larson, Yes
   Mike Maughn, Yes

DRAFT

Andrew Smith, Yes

Vote was Unanimous

D. Administrative Non-Action Items

1. Board Training – Open and Public Meetings Act
2. Training required by the state auditor for New Board Members.

The Board was educated on the need to complete the above training and District Counsel will oversee the completion of that training by Board members.

E. Adjourn

The motion to adjourn was put forward to the Board by Mr. Larsen.
Andrew Smith, Motioned to Adjourn
John Larson, Seconded
Blake Thompson, Yes
Darrin Casper, Yes
John Larson, Yes
Mike Maughn, Yes
Andrew Smith, Yes
Meeting Adjourned.

This meeting was simulcast via Microsoft Teams and an audio recording can be obtained at the Utah Public Notice Website.

[Signature Page to Follow]

DRAFT

MINUTES APPROVAL DATE: AS AMENDED May 29, 2025.

/s/Andrew Smith

Clerk/Secretary